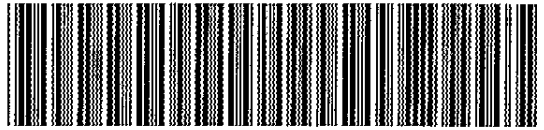


F47837

(Requestor's Name)
(Address)
(Address)



900020689809

06/20/03--01024--005 **43.75

6/17/03

Return to:
Growth Fund
Partnership, Inc STR
2221 NE MIAMI, FL
33180

Attached is the information regarding amend
profit corporation.

Special instructions to Filing Officer:

[Empty box for special instructions]

Office Use Only

Amend/CC
@ 6/30/03

FILED
03 JUN 20 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Growth Fund Partnership, Inc.

(present name)

F47837

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

FILED
03 JUN 20 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

New Article -

THE CORPORATION IS AUTHORIZED TO ISSUE A SECOND CLASS OF STOCK (DESIGNATED AS CLASS B). THE AGGREGATE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE OF CLASS B IS 400,000,000. SUCH SHARES SHALL BE NON-VOTING AND SHALL HAVE NO PAR VALUE.

THIRD: The date of each amendment's adoption: JULY 9, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

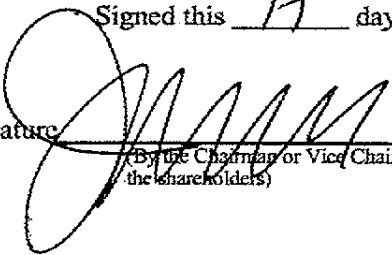
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of JUNE, 2003

Signature



JACK B. HOLZ
CHAIRMAN

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

(Typed or printed name)

(Title)